

02-03-2000

FORM PTO-1594 (Modified)  
(Rev. 6-93)  
OMB No. 0651-0011 (exp. 4/94)



U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

101234952

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies):</p> <p>MAI-ALPER, INC.</p> <p><input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership              <input checked="" type="checkbox"/> Change of Name  <input checked="" type="checkbox"/> Corporation -  <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment                      <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement              <input checked="" type="checkbox"/> Change of Name  <input type="checkbox"/> Other</p> <p>Execution Date: August 2, 1999</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: MORRIS ALPER, INC.</p> <p>Internal Address: 6850 Belfort Oaks Place Jacksonville, Florida</p> <p><input type="checkbox"/> Association  <input type="checkbox"/> General Partnership  <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation -  <input type="checkbox"/> Other - LLC, State of New York</p> <p>If assignee is not domiciled in the United States, a domestic Designation is <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document form)</p> <p>Additional name(s) &amp; addresses(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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4. Application number(s) or registration number(s):

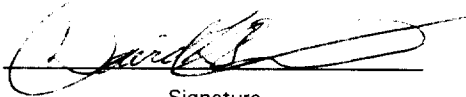
<p>A. Trademark Application No.(s)</p>	<p>B. Trademark Registration No.(s)</p> <p>1,274,332 and 1,279,189 (see attached Schedule A)</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: David B. Bernstein  Address: MINTZ, LEVIN, COHN, FERRIS  GLOVSKY and POPEO, P.C.  One Financial Center  Boston, MA 02111</p>	<p>6. Total number of applications and trademarks involved: (4)</p> <p>7. Total fee (37 CFR 3.41).....\$80.00</p> <p><input checked="" type="checkbox"/> Enclosed</p> <p><input checked="" type="checkbox"/> Should the amount of the enclosed fee be insufficient, the Commissioner is hereby authorized to charge the balance due to the deposit account of the undersigned.</p> <p>8. Deposit Account No: 50-0311</p>
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11/03/1999 DNGUYEN 00000014 1274332

<p>Q1 FC:481 Q2 FC:482</p>	<p>40.00 OP 25.00 OP</p>	<p>DO NOT USE THIS SPACE</p>
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9. Statement and signature  
*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

David B. Bernstein                                            October 29, 1999

Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and document: [3]

Mail to: Box ASSIGNMENT  
Commissioner of Patents and Trademarks  
Washington, D.C. 20231

TRADOC5:1256357.1(QX#T011.DOC)

TRADEMARK  
REEL: 001984 FRAME: 0749

RepIn. Ref: 11/03/1999 DNGUYEN 001433300  
DAM#500311 Name/Number:1274332 \$15.00  
FC: 704

**SCHEDULE A**

Trademark Registration No.: 1,274,332  
Issue Date: April 17, 1984  
Mark: COUPON ARAMA

Trademark Registration No.: 1,279,189  
Issue Date: May 22, 1984  
Mark: COUPON ARAMA

TRADOCSE:257378.1(QY7601).DOC

**TRADEMARK/SERVICE MARK AGREEMENT**

This is an Assignment having an effective date of August 2, 1999, from MAI-ALPER, INC., a Massachusetts corporation, at 10 Burr Street, Framingham, Massachusetts ("ASSIGNOR"), to MORRIS ALPER, INC., a Florida corporation, at 6850 Belfort Oaks Place, Jacksonville, Florida ("ASSIGNEE").

WHEREAS, ASSIGNOR is the owner of, has adopted, used and is using the trademark/service mark "COUPON ARAMA," and owns the rights therein, including common law rights and the rights in federal trademark registration numbers 1,274,332 and 1,279,189 registered on the Principal Register of the United States Patent and Trademark Office on April 17, 1984 and May 22, 1984, respectively. and shown in the attached Schedule "A," and the goodwill associated therewith, collectively, the "Trademark"; and

WHEREAS, ASSIGNEE desires to acquire all of ASSIGNOR's right, title and interest to the Trademark; and

WHEREAS, ASSIGNOR has made no other assignments of the Trademark.

NOW, THEREFORE, in consideration of good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound, ASSIGNOR agrees to assign the Trademark to ASSIGNEE as follows:

ASSIGNOR assigns to ASSIGNEE all right, title and interest to the Trademark, together with all goodwill of the business connected with the use of and symbolized by the Trademark, and together with all common law rights and all registrations and applications for registration both foreign and domestic, and together with all claims that could have been asserted by ASSIGNOR for damages by reasons of past infringement by third parties of the Trademark prior to execution of this assignment, with the same right to sue for, and collect the same for ASSIGNEE's own use, benefit and for the use and benefit of its successors, assigns or other legal representative.

The ASSIGNOR has executed this Agreement on the date indicated.

MAI-ALPER, INC.

By: [Signature]  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

STATE OF Massachusetts )  
) ss  
COUNTY OF Suffolk )

Sworn to and subscribed before me this 2nd day of August, 1999, by John J. Laurendeau, Jr, who is personally known to me or has produced \_\_\_\_\_ as identification and who has taken an oath.

[Signature]  
Notary Public, State of Massachusetts

# The Commonwealth of Massachusetts

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

## ARTICLES OF AMENDMENT (General Laws, Chapter 156B, Section 72)

We, John J. Laurendeau, Jr., \*President / ~~\*Vice President~~

and Alan L. Doyon, ~~\*Clerk~~ / \*Assistant Clerk

of Morris Alper, Inc.  
(Exact name of corporation)

located at 10 Burr Street, Framingham, MA 01701  
(Street address of corporation in Massachusetts)

certify that these Articles of Amendment affecting articles numbered:

1  
(Number those articles 1, 2, 3, 4, 5 and/or 6 being amended)

of the Articles of Organization were duly adopted at a meeting held on September 27, 1996, by vote of

81,450 shares of Common of 85,625 shares outstanding,  
(type, class & series, if any)

\_\_\_\_\_ shares of \_\_\_\_\_ of \_\_\_\_\_ shares outstanding, and  
(type, class & series, if any)

\_\_\_\_\_ shares of \_\_\_\_\_ of \_\_\_\_\_ shares outstanding,  
(type, class & series, if any)

<sup>1</sup>\*\*being at least a majority of each type, class or series outstanding and entitled to vote thereon: / or <sup>2</sup>\*\*being at least two-thirds of each type, class or series outstanding and entitled to vote thereon and of each type, class or series of stock whose rights are adversely affected thereby:

**VOTED: To change the name of the corporation to MAI - Alper, Inc.**

\*Delete the inapplicable words. \*\*Delete the inapplicable clause

<sup>1</sup> For amendments adopted pursuant to Chapter 156B, Section 70

<sup>2</sup> For amendments adopted pursuant to Chapter 156B, Section 71.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

To *change* the number of shares and the par value (if any) of any type, class or series of stock which the corporation is authorized to issue, fill in the following:

The total *presently* authorized is:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

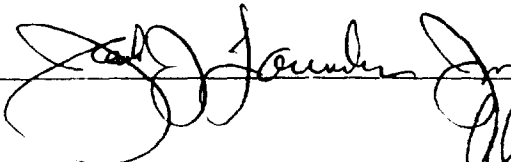
*Change* the total authorized to:

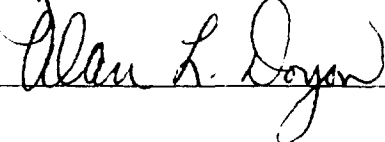
WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 156B, Section 6 unless these articles specify, in accordance with the vote adopting the amendment, a *later* effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date

Later effective date: \_\_\_\_\_

SIGNED UNDER THE PENALTIES OF PERJURY, this 24 day of October, 19 96

 \_\_\_\_\_ \*President / ~~VICEPRESIDENT~~

 \_\_\_\_\_ ~~CLERK~~ / \*Assistant Clerk

*\*Delete the inapplicable words*

THE COMMONWEALTH OF MASSACHUSETTS

**ARTICLES OF AMENDMENT**  
(General Laws, Chapter 156B, Section 72)

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I hereby approve the within Articles of Amendment and, the filing fee in the amount of \$ \_\_\_\_\_ having been paid, said articles are deemed to have been filed with me this \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_\_

*Effective date:* \_\_\_\_\_

**WILLIAM FRANCIS GALVIN**  
*Secretary of the Commonwealth*

**TO BE FILLED IN BY CORPORATION**  
Photocopy of document to be sent to:

Aune T. Leland, Legal Assistant

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P. C/

One Financial Center, Boston, MA 02111

(617) 542 6000

TRADEMARK  
REEL: 001984 FRAME: 0755

# The Commonwealth of Massachusetts

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OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE  
MICHAEL JOSEPH CONNOLLY, Secretary  
ONE ASHBURTON PLACE, BOSTON; MASSACHUSETTS 02108

## ARTICLES OF AMENDMENT General Laws, Chapter 156B, Section 72

FEDERAL IDENTIFICATION  
NO. 04-247-3482

Examiner  
*[Signature]*

We Alan L. Doyon, President/Vice President, and  
Susan M. Verner, Clerk/Secretary of  
Morris Alper & Sons, Inc.

(EXACT Name of Corporation)

located at: 10 Burr Street, Framingham, MA 01701  
(MASSACHUSETTS Address of Corporation)

do hereby certify that these ARTICLES OF AMENDMENT affecting Articles NUMBERED: 1

(Number those articles 1, 2, 3, 4, 5 and/or 6 being amended hereby)

of the Articles of Organization were duly adopted at a meeting held on Dec 17 1992, by  
vote of:

110,975 shares of Common out of 110,975 shares outstanding,  
type, class & series, (if any)  
\_\_\_\_\_ shares of \_\_\_\_\_ out of \_\_\_\_\_ shares outstanding, and  
type, class & series, (if any)  
\_\_\_\_\_ shares of \_\_\_\_\_ out of \_\_\_\_\_ shares outstanding,  
type, class & series, (if any)

CROSS OUT being at least a majority of each type, class or series outstanding and entitled to vote  
INAPPLI- thereon: -  
CABLE ~~being at least a majority of each type, class or series of stock outstanding and entitled to vote~~  
CLAUSE ~~in such form as is required, and to pay the filing fee.~~  
~~thereby.~~

VOTED: That, effective January 1, 1993, the Articles of  
Organization be amended by changing the name of  
this corporation from "Morris Alper & Sons, Inc."  
to "Morris Alper, Inc."

VOTED: To authorize and direct the filing of the "Articles  
of Amendment" with the Secretary of the Commonwealth  
of Massachusetts to effectuate the foregoing vote,  
in such form as is required, and to pay the filing fee.

<sup>1</sup> For amendments adopted pursuant to Chapter 156B, Section 70.  
<sup>2</sup> For amendments adopted pursuant to Chapter 156B, Section 71.

Note: If the space provided under any Amendment or item on this form is insufficient, additions shall be set forth on separate  
8 1/2 x 11 sheets of paper leaving a left-hand margin of at least 1 inch for binding. Additions to more than one Amendment may  
be continued on a single sheet so long as each Amendment requiring each such addition is clearly indicated.

*[Signature]*  
Name  
Approved

C   
P   
M   
R.A.

4  
P.C.



To **CHANGE** the number of shares and the par value (if any) of any type, class or series of stock which the corporation is authorized to issue, fill in the following:

The total presently authorized is:

**WITHOUT PAR VALUE STOCKS**

TYPE	NUMBER OF SHARES
COMMON: .....	NONE.....
.....	.....
PREFERRED: .....	NONE.....
.....	.....

**WITH PAR VALUE STOCKS**

TYPE	NUMBER OF SHARES	PAR VALUE
COMMON: .....	300,000.....	.01.....
.....	.....	.....
PREFERRED: .....	NONE.....	.....
.....	.....	.....

**CHANGE** the total authorized to: NO CHANGES

**WITHOUT PAR VALUE STOCKS**

TYPE	NUMBER OF SHARES
COMMON: .....	.....
.....	.....
PREFERRED: .....	.....
.....	.....

**WITH PAR VALUE STOCKS**

TYPE	NUMBER OF SHARES	PAR VALUE
COMMON: .....	.....	.....
.....	.....	.....
PREFERRED: .....	.....	.....
.....	.....	.....

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 156B, Section 6 of The General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date. **EFFECTIVE DATE:** January 1, 1993

**IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY**, we have hereunto signed our names this 19th day of January, in the year 1993.

*Alfred L. Doyen*

President/Vice President

*Edward H. Pomeroy*

Clerk/Assistant Clerk

418221

7291

THE COMMONWEALTH OF MASSACHUSETTS

1993 JAN 28 11:28 AM  
STATE SECRETARY

ARTICLES OF AMENDMENT

GENERAL LAWS, CHAPTER 156B, SECTION 72

I hereby approve the within articles of amendment and, the filing fee in the amount of \$ 100 - having been paid, said articles are deemed to have been filed with me this 20TH day of JANUARY 1993

MICHAEL JOSEPH CONNOLLY  
Secretary of State

TO BE FILLED IN BY CORPORATION

PHOTOCOPY OF ARTICLES OF AMENDMENT TO BE SENT

TO: ALAN L. DOYON C/O MORRIS ALPER, INC.  
10 BURR STREET, P.O. BOX 9153  
FRAMINGHAM, MA 01701  
Telephone: (508) 875-5600 X221